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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 3, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 24269-A FILED

JAN 03 '03

11-13 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale, dated as of January 3, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment which is being filed with the Board under Recordation Number 24269

The name and address of the party to the enclosed document are:

[Buyer: Bank of America, National Association  
(acting through its Canada branch)  
1250 René Levesque Blvd.  
Montreal, Quebec  
H3B 4W8]

Seller: Canadian National Railway Company  
935 de La Gauchetiere St. West  
Montreal, Quebec  
H3W 2N1

A description of the railroad equipment covered by the enclosed document is:

448 railcars within the series CN 388001 –CN 388692

Mr. Vernon A. Williams  
January 3, 2003  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 24269-A FILED

JAN 03 '03 11-13 AM

**BILL OF SALE**

**SURFACE TRANSPORTATION BOARD**

**CANADIAN NATIONAL RAILWAY COMPANY** (hereinafter called "**Seller**") for One Dollar (\$1.00) and other good and valuable consideration paid by **BANK OF AMERICA, NATIONAL ASSOCIATION** (acting through its Canada branch) (hereinafter called "**Buyer**"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto Buyer, its successors and assigns all of its right, title and interest in the units of railroad equipment more particularly described on Schedule A hereto (the "**Units**").

**TO HAVE AND TO HOLD** the above described Units unto Buyer, its successors and assigns, for its and their own use and behoof, forever.

Seller hereby warrants unto Buyer, its successors and assigns, that Seller has legal title to the Units and good and lawful right to sell such Units, and that Seller's title to the Units is free of all claims, liens, security interests and other encumbrances. Seller furthermore warrants to Buyer that there is hereby conveyed to Buyer all of Seller's right, title and interest in and to the Units.

**THE UNITS ARE BEING SOLD HEREUNDER ON AN "AS-IS, WHERE-IS" BASIS AND "WITH ALL FAULTS". OTHER THAN AS SPECIFICALLY PROVIDED HEREINABOVE, SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY LEGAL WARRANTY OF QUALITY, ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.**

**IN WITNESS WHEREOF**, Seller has duly executed this instrument this 3rd day of January, 2003.

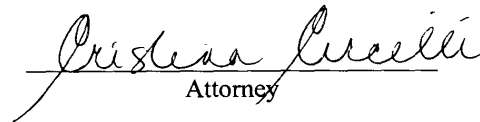
**Canadian National Railway Company**

By: 

Its: Sr. Manager Asset Finance

PROVINCE OF QUEBEC            )  
  )     ss.:  
DISTRICT OF MONTREAL        )

On this 24<sup>th</sup> day of December, 2002, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Finance of CANADIAN NATIONAL RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
\_\_\_\_\_  
Attorney

Bar Number: 183142-9

## Schedule A

### Description of Hoppers

Four hundred and forty-eight (448) 5,250 cu. ft. 100-ton LO steel hopper cars built by Trenton Works, Ltd. of Trenton, Nova Scotia from June 1995 through June 1996 bearing the following marks and numbers:

#### Identification Marks and Numbers:

Unit #	ID	Number	Unit #	ID	Number	Unit #	ID	Number
1	CN	388001	18	CN	388028	35	CN	388050
2	CN	388006	19	CN	388029	36	CN	388052
3	CN	388007	20	CN	388030	37	CN	388055
4	CN	388008	21	CN	388033	38	CN	388056
5	CN	388009	22	CN	388034	39	CN	388058
6	CN	388010	23	CN	388035	40	CN	388059
7	CN	388012	24	CN	388036	41	CN	388060
8	CN	388014	25	CN	388037	42	CN	388062
9	CN	388016	26	CN	388038	43	CN	388064
10	CN	388017	27	CN	388040	44	CN	388065
11	CN	388018	28	CN	388041	45	CN	388066
12	CN	388019	29	CN	388042	46	CN	388068
13	CN	388020	30	CN	388043	47	CN	388071
14	CN	388021	31	CN	388044	48	CN	388072
15	CN	388022	32	CN	388047	49	CN	388074
16	CN	388026	33	CN	388048	50	CN	388080
17	CN	388027	34	CN	388049			

Unit #	ID	Number
51	CN	388081
52	CN	388082
53	CN	388084
54	CN	388086
55	CN	388087
56	CN	388090
57	CN	388091
58	CN	388092
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65	CN	388099
66	CN	388101
67	CN	388102
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69	CN	388109
70	CN	388111
71	CN	388112
72	CN	388113
73	CN	388114
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75	CN	388116
76	CN	388117
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79	CN	388123
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81	CN	388127
82	CN	388128
83	CN	388129
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89	CN	388136
90	CN	388139

Unit #	ID	Number
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96	CN	388147
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99	CN	388151
100	CN	388152
101	CN	388153
102	CN	388155
103	CN	388157
104	CN	388159
105	CN	388160
106	CN	388162
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110	CN	388170
111	CN	388171
112	CN	388173
113	CN	388174
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123	CN	388188
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125	CN	388191
126	CN	388192
127	CN	388193
128	CN	388194
129	CN	388195
130	CN	388196

Unit #	ID	Number
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135	CN	388203
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137	CN	388205
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139	CN	388209
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142	CN	388212
143	CN	388215
144	CN	388216
145	CN	388218
146	CN	388219
147	CN	388221
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149	CN	388223
150	CN	388224
151	CN	388225
152	CN	388226
153	CN	388228
154	CN	388230
155	CN	388231
156	CN	388233
157	CN	388240
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161	CN	388245
162	CN	388246
163	CN	388247
164	CN	388248
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167	CN	388254
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170	CN	388258

Unit #	ID	Number
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173	CN	388264
174	CN	388265
175	CN	388266
176	CN	388268
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182	CN	388277
183	CN	388279
184	CN	388280
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186	CN	388286
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189	CN	388290
190	CN	388291
191	CN	388295
192	CN	388296
193	CN	388297
194	CN	388298
195	CN	388301
196	CN	388302
197	CN	388305
198	CN	388306
199	CN	388308
200	CN	388309
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203	CN	388314
204	CN	388316
205	CN	388321
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207	CN	388324
208	CN	388325
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210	CN	388331

Unit #	ID	Number
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223	CN	388354
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225	CN	388357
226	CN	388358
227	CN	388360
228	CN	388363
229	CN	388366
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233	CN	388370
234	CN	388371
235	CN	388372
236	CN	388373
237	CN	388375
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248	CN	388392
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250	CN	388394

Unit #	ID	Number
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289	CN	388455
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Unit #	ID	Number
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Unit #	ID	Number
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Unit #	ID	Number
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393	CN	388612
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399	CN	388619
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410	CN	388634



Unit #	ID	<u>Number</u>
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